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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2015Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation RILEY MABEL LOUISE TR U-WILL			A Employer identification number 04-6278857	
Number and street (or P O box number if mail is not delivered to street address)		Room/suite	B Telephone number (see instructions) (617) 722-7772	
BNY Mellon, N A - P O BOX 185				
City or town Pittsburgh	State PA	ZIP code 15230-0185		
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change			C If exemption application is pending, check here ☐	
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 60,618,333		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

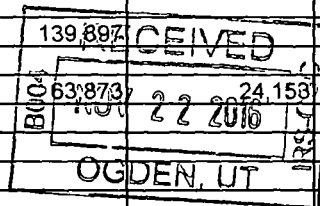
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,169,344	1,179,780		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,209,132			
	b Gross sales price for all assets on line 6a 14,884,457				
	7 Capital gain net income (from Part IV, line 2)		2,209,132		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-33	17			
12 Total. Add lines 1 through 11	3,378,443	3,388,929	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	225,690	135,414		90,276
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	67,665	17,243		50,422
	24 Total operating and administrative expenses. Add lines 13 through 23	497,125	176,810	0	280,595
	25 Contributions, gifts, grants paid	3,383,002			3,383,002
26 Total expenses and disbursements. Add lines 24 and 25	3,880,127	176,810	0	3,663,597	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-501,684				
b Net investment income (if negative, enter -0-)		3,212,119			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2015)ENVELOPE
POSTMARK DATE NOV 15 2016

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,830,221	836,870	836,870
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment, basis ▶			
Less accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	50,403,337	51,164,203	58,822,121	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ See Attached Statement)	1,454,312	959,342	959,342	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	53,687,870	52,960,415	60,618,333	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	53,687,870	52,960,415	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	53,687,870	52,960,415		
31 Total liabilities and net assets/fund balances (see instructions)	53,687,870	52,960,415		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	53,687,870
2 Enter amount from Part I, line 27a	2	-501,684
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	171,999
4 Add lines 1, 2, and 3	4	53,358,185
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	397,770
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	52,960,415

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,209,132
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	3,544,663	65,122,276	0.054431
2013	3,072,263	60,806,738	0.050525
2012	3,098,287	56,793,216	0.054554
2011	3,058,760	58,083,242	0.052662
2010	2,496,184	54,063,846	0.046171

2 Total of line 1, column (d)	2	0.258343
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051669
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	63,403,303
5 Multiply line 4 by line 3	5	3,275,985
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	32,121
7 Add lines 5 and 6	7	3,308,106
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	3,663,597

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
3	Add lines 1 and 2			32,121
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			32,121
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	81,946	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d			81,946
8	Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			49,825
11	Enter the amount of line 10 to be Credited to 2016 estimated tax Refunded		49,825	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► BNY MELLON, N.A. Telephone no ► (617) 722-7772			
Located at ► P.O. BOX 185, PITTSBURGH, PA ZIP+4 ► 15230-0185				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No If "Yes," attach the statement required by Regulations section 53.4945–5(d) 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	5b N/A 6b X 7b N/A
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N.A. P O BOX 185 Pittsburgh, PA 15230-0185	CO-TRUSTEE SEE ATTACHED	298,826	NONE	NONE
BNY Mellon, N.A. P O BOX 195 Pittsburgh, PA 15230-0185	FEE REIMBURSEMENT	-172,908	N/A	N/A
ROBERT W. HOLMES C/O BNY MELLON, N.A., PO BOX 185 Pittsburgh, PA	CO-TRUSTEE SEE ATTACHED	49,886		
GRACE F. FEY C/O BNY MELLON, N.A., PO BOX 185 Pittsburgh, PA	CO-TRUSTEE SEE ATTACHED	49,886		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ NONE**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶ NONE

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	63,038,730
b	Average of monthly cash balances	1b	1,330,106
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	64,368,836
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	64,368,836
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	965,533
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	63,403,303
6	Minimum investment return. Enter 5% of line 5	6	3,170,165

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,170,165
2a	Tax on investment income for 2015 from Part VI, line 5	2a	32,121
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,121
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,138,044
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,138,044
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,138,044

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	3,663,597
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,663,597
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	32,121
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,631,476

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				3,138,044
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011	194,580			
c From 2012	297,870			
d From 2013	83,525			
e From 2014	437,339			
f Total of lines 3a through e	1,013,314			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 3,663,597				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2015 distributable amount				3,138,044
e Remaining amount distributed out of corpus	525,553			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,538,867			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,538,867			
10 Analysis of line 9				
a Excess from 2011	194,580			
b Excess from 2012	297,870			
c Excess from 2013	83,525			
d Excess from 2014	437,339			
e Excess from 2015	525,553			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	3,383,002
b Approved for future payment NONE				
Total			▶ 3b	NONE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | |
|---|--|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | |
| | (1) Cash | 1a |
| | (2) Other assets | 1a |
| b | Other transactions | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b |
| | (3) Rental of facilities, equipment, or other assets | 1b |
| | (4) Reimbursement arrangements | 1b |
| | (5) Loans or loan guarantees | 1b |
| | (6) Performance of services or membership or fundraising solicitations | 1b |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1 |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

10/26/16

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Shawn P Hanlon

Preparer's signature

20510 CRA

Date

10/25/2016

Check ☒ if self-employed

PTIN

P00965923

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219

Phone no	(412) 355-6000
----------	----------------

Attachment to Form 990PF

Part VIII, COLUMN (B)

Title and Average hours per week devoted to position

Since the founding of the Riley Trust in 1971, the trustees have not been compensated on an hourly basis. Rather their compensation has been based upon the published fee schedule of the corporate trustee for the administration of a charitable foundation. This fee has been divided among the four trustees as agreed upon from time to time and approximates the trust services performed by each trustee.

**Attachment to Form 990-PF Part VIII, Column (b) Title and average hours
per week devoted to position**

As Trustee, BNY Mellon, N.A. provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.



Mabel Louise Riley Foundation

GUIDELINES

FOR

GRANT APPLICANTS

5/01/03

General

The Foundation's interests are developed as a result of Trustee field visits and reports from consultants. Grants are usually made to help an organization address an important community-wide concern or a critical issue, or to achieve a broad impact for the public's benefit, rather than to meet routine needs. Applicants should demonstrate how a proposed program will advance the mutual goals and interests of the applicant and the Foundation.

Program Interests

The Foundation has frequently adopted specific themes which have provided a special focus for support, as exemplified by its work with residents of Boston's Dudley Street neighborhood.

The Trustees' current priorities include:

- ⌘ Education and social services for disadvantaged children and adolescents.
- ⌘ Community development that will benefit low-income and minority neighborhoods, including job development and training, housing, historic preservation, the urban environment, and the arts.
- ⌘ Citywide efforts in Boston and vicinity that will produce cultural improvements and benefits.
- ⌘ Grants that, despite some risk, offer a potential of high impact or significant new benefits for a community. The Foundation is especially interested in leveraging its grants by funding a new program that can become self-sufficient or may serve as models for other areas.
- ⌘ Preschool reading programs.
- ⌘ Improvement of race relations and safety issues.

Types of Support

- ⌘ Support for new initiatives, pilot projects and capital purposes. Grants which provide multiple benefits, such as, for projects that may be replicated and that serve a broad community, are favored over projects which are narrow in scope.
- ⌘ Collaboration with other funders.

***Funding
Availability***

- ⌘ Grants from the Foundation normally range from \$50,000 to \$100,000. Occasionally, when the Foundation decides to pursue a special initiative, the Trustees will consider smaller or larger funding commitments.
- ⌘ Multiple year funding may be available, if necessary, to fulfill the funding objectives.

Eligibility

- ⌘ Requests are considered only from corporations organized under the laws of Massachusetts. In recent years, the Foundation's grantmaking has focused on the city of Boston and vicinity with occasional support for projects in other areas.
- ⌘ Applicants whose formal grant requests have been denied are expected to wait one full year before reapplying. Grant recipients should expect to wait two full years before submitting a new request.

***Areas in which
Grants are NOT
Normally Made***

- ⌘ Charitable activities outside of Massachusetts will not be funded. Support of projects in Massachusetts but outside the city of Boston and vicinity is limited.
- ⌘ Grants to defray deficits, for regular operating budgets, or as the sole source of support for an agency will not usually be granted.
- ⌘ Funding efforts that are usually supported by the general public, or which have other sources of funding available, will not usually be granted.
- ⌘ Grants to governmental agencies and grants on behalf of individuals, for personal needs, travel, research publications, loans or scholarships will not be made.
- ⌘ Grants for political or sectarian religious purposes will not be made.

Application Procedures

- ⌘ Applicants are required to submit a brief summary of their proposal (not more than 2 pages) before submitting a formal grant request. This summary should briefly describe the purposes and objectives of the proposal, why it is important, the history of the applicant and the amount requested from the Foundation. There are no deadlines for these proposal summaries, it is an ongoing process. The Foundation will notify the applicant if a formal grant request will be entertained by the Foundation.
- ⌘ If the filing of a formal grant request is authorized, it must be made using the Common Proposal Format of the Associated Grant Makers, 55 Court Street, Suite 520, Boston, MA 02108 - (617) 426-2606, and should include a copy of the most recent IRS Form 990, as well as, all other attachments required by the Common Proposal Format.
- ⌘ Each grant request must contain a clear statement of how the success or failure of the program will be determined.

Proposal Deadlines

- ⌘ Grant meetings of the Foundation are scheduled for March, June, September, and December. If a formal grant request is authorized, it will be considered by the Trustees at the next quarterly grant meeting. All formal grant proposals must be received at least thirty (30) days prior to the grant meeting.

Contact

- ⌘ The Foundation has authorized its staff to review all proposals and to represent them in contacts with applicants.
- ⌘ The Trustees intend to maintain their practice of making selective field visits and/or meetings with the applicants.

***For Further Information,
Please Contact***

MABEL LOUISE RILEY FOUNDATION
77 Summer Street
c/o GMA, 8th Floor
Boston, MA 02110-1006

Attn: Nancy A. Saunders
Administrative Manager

Tel. #: (617) 399-1850
Fax #: (617) 399-1851
E-mail: info@rileyfoundation.com

Riley Foundation Trustees

Andrew C. Bailey
Robert W. Holmes, Jr.
Douglas Danner
Margaret B. Harrison
(representing the Mellon Trust of New England)

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

COMMUNITY ROWING, INC HARRY PARKER BOATHOUSE

Street

20 NONTANTUM ROAD

City

BRIGHTON

State

MA

Zip Code

02135

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

37,500

Name

GENERATIONS INCORPORATED

Street

25 KINGSTON STREET, 4TH FLOOR

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

MASSACHUSETTS COLLEGE OF ART & DESIGN

Street

621 HUNTINGTON AVENUE

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

BESSIE TARTT WILSON INITIATIVE FOR CHILDREN

Street

142 BERKELEY STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

BOSTON ARTS ACADEMY

Street

174 IPSWICH STREET

City

BOSTON

State

MA

Zip Code

02115

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

CARITAS COMMUNITIES

Street

25 BRAINTREE HILL OFFICE PARK, SUITE 206

City

BRAINTREE

State

MA

Zip Code

02184

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CENTER FOR WOMEN & ENTERPRISE

Street

25 SCHOOL STREET, 7TH FLOOR

City

BOSTON

State

MA

Zip Code

02108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

CITIZEN SCHOOLS INC

Street

308 CONGRESS STREET, 5TH FLOOR

City

BOSTON

State

MA

Zip Code

02210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

JEWISH VOCATIONAL SERVICE INC

Street

29 WINTER STREET

City

BOSTON

State

MA

Zip Code

02108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

PROJECT RISE INC

Street

745 WASHINGTON STREET

City

BRAintree

State

MA

Zip Code

02184

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

TEACH FOR AMERICA INC

Street

60 CANAL STREET, 3RD FLOOR

City

BOSTON

State

MA

Zip Code

02114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

INNERCITY WEIGHTLIFTING INC

Street

PO BOX 171313

City

BOSTON

State

MA

Zip Code

02117

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

TEENSCONNECT INC

Street

405 LANGLEY ROAD

City

NEWTON

State

MA

Zip Code

02459

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

BOSTON ASTROS BASEBALL CLUB INC

Street

11 WALNUT PARK

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

BOSTON PREPARATORY CHARTER PUBLIC SCHOOL

Street

1286 HYDE PARK AVE

City

HYDE PARK

State

MA

Zip Code

02136

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

250,000

Name

HOME FOR LITTLE WANDERERS

Street

10 GUEST STREET

City

BRIGHTON

State

MA

Zip Code

02135

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

93,000

Name

INSTITUTE OF CONTEMPORARY ART

Street

100 NORTHERN AVENUE

City

BOSTON

State

MA

Zip Code

02210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

MASSACHUSETTS SOCIETY FOR THE PREVENTION OF CRUELTY TO CHILDREN

Street

3815 WASHINGTON STREET, SUITE 2

City

BOSTON

State

MA

Zip Code

02130

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

MOTHERS OF JUSTICE AND EQUALITY INC

Street

184 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

NORTH BENNET STREET SCHOOL

Street

150 NORTH STREET

City

BOSTON

State

MA

Zip Code

02109

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

SAINT COLUMBKILLE PARTNERSHIP SCHOOL

Street

25 ARLINGTON STREET

City

BRIGHTON

State

MA

Zip Code

02135

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

THE TRUSTEES OF RESERVATIONS

Street

572 ESSEX AVENUE

City

BEVERLY

State

MA

Zip Code

01915

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

VINE STREET COMMUNITY CENTER

Street

339 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Name

NIGERIAN YOUTH ORG OF BOSTON, INC

Street

PO BOX 191039

City

BOSTON

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

PLEASANT HILL MISSIONARY BAPTIST CHURCH

Street

155 HUMBOLDT AVENUE

City

DORCHESTER

State

MA

Zip Code

02121

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,674

Name

SMART FROM THE START INC

Street

69 ANNUNCIATION ROAD

City

BOSTON

State

MA

Zip Code

02120

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

FIRST NIGHT INC

Street

ONE DESIGN CENTER PLACE

City

BOSTON

State

MA

Zip Code

02210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

SILVER LINING MENTORING

Street

727 ATLANTIC AVENUE, 3RD FLOOR

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

SPORTSMEN'S TENNIS & ENRICHMENT CENTER

Street

950 BLUE HILL AVENUE

City

DORCHESTER

State

MA

Zip Code

02124

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

NURTURY INC

Street

95 BERKELEY STREET

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

150,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

COMMUNITY BOAT BUILDING

Street

89 SOUTH STREET

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

READBOSTON

Street

43 HAWKINS STREET

City

BOSTON

State

MA

Zip Code

02114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

NEIGHBORHOOD HOUSE CHARTER SCHOOL

Street

21 QUEEN STREET

City

DORCHESTER

State

MA

Zip Code

02122

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

TRUST FOR PUBLIC LAND

Street

504 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

ZUMIX INC

Street

260 SUMNER STREET

City

EAST BOSTON

State

MA

Zip Code

02128

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name

DUDLEY NEIGHBORS INCORPORATED

Street

504 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

DUDLEY ST NEIGHBORHOOD INITIATIVE

Street

504 DUDLEY STREET

City

ROXBURY

State

MA

Zip Code

02119

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

4,985

Name

EXCEL ACADEMY CHARTER SCHOOLS

Street

2 NEPTUNE STREET

City

EAST BOSTON

State

MA

Zip Code

02128

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

FAIRMOUNT/INDIGO LINE

Street

594 COLUMBIA ROAD, SUITE 302

City

DORCHESTER

State

MA

Zip Code

02467

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

MASS INSIGHT EDUCATION AND RESEARCH INSTITUTE

Street

18 TREMONT STREET, SUITE 1010

City

BOSTON

State

MA

Zip Code

02108

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

PHONEIX CHARTER ACADEMY NETWORK FDN

Street

60 CANAL STREET, 4TH FLOOR

City

BOSTON

State

MA

Zip Code

02114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

100,000

Name

CAMPAIGN FOR CATHOLIC SCHOOLS

Street

66 BROOKS DRIVE

City

BRAintree

State

MA

Zip Code

02184

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

COMMUNITY MUSIC CENTER OF BOSTON

Street

34 WARREN AVENUE

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

ENGLISH FOR NEW BOSTONIANS INC

Street

105 CHAUNCY STREET, 7TH FLOOR

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

FAMILY NURTURING CENTER OF MASSACHUSETTS

Street

200 BOWDOIN STREET

City

DORCHESTER

State

MA

Zip Code

02122

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

HEBREW SENIOR LIFE INC

Street

1200 CENTRE STREET

City

BOSTON

State

MA

Zip Code

02131

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

ROSE KENNEDY GREENWAY CONSERVANCY

Street

185 KNEELAND STREET, 2ND FLOOR

City

BOSTON

State

MA

Zip Code

02111

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

SPORTS MUSEUM OF NEW ENGLAND

Street

100 LEGENDS WAY

City

BOSTON

State

MA

Zip Code

02114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

BIG SISTER ASSOC OF GREATER BOSTON

Street

20 PARK PLAZA, SUITE 1420

City

BOSTON

State

MA

Zip Code

02116

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

53,843

Name

MORE THAN WORDS INC

Street

376 MOODY STREET

City

WALTHAM

State

MA

Zip Code

02453

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

75,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

..

Long Term CG Distributions		Amount	Capital Gains/Losses										Depreciation and Adjustments		Sales		Net Gain or Loss	
Short Term CG Distributions		857,358	Other sales										12,875,325		14,884,457		2,209,137	
		0	0										0		0		0	
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments					
1 BNY MELLON INCOME STOCI	05569M301	X				3/26/2012	6/29/2015	1,172,055	917,766				0		254,289			
2 BNY MELLON INCOME STOCI	05569M301	X				9/22/2011	6/29/2015	27,945	17,850				0		10,095			
3 BNY MELLON INTERMEDIATE	05569M814	X				12/15/2011	6/29/2015	34	35				-1					
4 BNY MELLON INTERMEDIATE	05569M814	X				12/17/2012	6/29/2015	966	1,008				0		-42			
5 BNY MELLON INTERMEDIATE	05569M814	X				12/17/2009	6/29/2015	198,000	202,939				0		-3,939			
6 DFA EMERG MKTS CORE EQ	233203421	X				3/15/2013	6/29/2015	400,000	427,578				0		-27,578			
7 DFA EMERG MKTS CORE EQ	233203421	X				9/25/2015	6/29/2015	350,000	451,047				0		-101,047			
8 DFA EMERG MKTS CORE EQ	233203421	X				3/15/2013	11/3/2015	1,500,000	1,772,251				0		-272,251			
9 DREYFUS EMG MKT DEBT LG	261980460	X				6/29/2015	8/25/2015	720,109	800,000				0		-79,891			
10 ISHARES CORE S&P 500 ETF	464287200	X				12/22/2003	6/25/2015	1,281,970	681,963				0		620,007			
11 ISHARES MSCI EAFE ETF	464287465	X				4/11/2014	6/25/2015	1,173,632	1,190,908				0		-17,276			
12 DREYFUS INTERNATIONAL S	86271F537	X				7/3/2014	9/25/2015	429,935	500,000				0		-70,065			
13 DREYFUS INTERNATIONAL S	86271F537	X				12/11/2014	9/25/2015	280,065	279,575				0		-19,510			
14 DREYFUS INTERNATIONAL S	86271F537	X				11/3/2015	9/25/2015	422,134	420,425				0		1,709			
15 DREYFUS INTERNATIONAL S	86271F537	X				3/26/2012	11/3/2015	77,866	71,680				0		6,186			
16 DREYFUS INTERNATIONAL S	86271F537	X				3/26/2012	12/18/2015	911,275	871,824				0		39,451			
17 DREYFUS US EQUITY FUND-	86271F552	X				12/31/2013	9/25/2015	13,663	14,886				0		-1,203			
18 DREYFUS US EQUITY FUND-	86271F552	X				12/31/2014	9/25/2015	162,123	174,785				0		-12,662			
19 DREYFUS US EQUITY FUND-	86271F552	X				1/21/2011	9/25/2015	1,024,194	759,056				0		265,138			
20 DREYFUS US EQUITY FUND-	86271F552	X				12/1/2011	11/3/2015	700,000	473,529				0		226,471			
21 DREYFUS US EQUITY FUND-	86271F552	X				12/1/2011	11/3/2015	1,773,633	1,267,415				0		506,218			
22 TCW EMERGING MARKETS II	87234N785	X				9/22/2011	11/3/2015	599,563	632,165				0		-32,602			
23 TCW EMERGING MARKETS II	87234N785	X				12/28/2012	11/3/2015	13,846	16,546				0		-2,700			
24 TCW EMERGING MARKETS II	87234N785	X				12/11/2014	11/3/2015	143,486	149,603				0		-6,117			
25 VIRTUS EMERGING MKTS OF	92828T889	X				12/20/2012	11/3/2015	3,434	3,700				0		-266			
26 VIRTUS EMERGING MKTS OF	92828T889	X				6/20/2014	11/3/2015	10,563	11,382				0		-819			
27 VIRTUS EMERGING MKTS OF	92828T889	X				12/22/2014	11/3/2015	1,587	1,748				0		-161			
28 VIRTUS EMERGING MKTS OF	92828T889	X				9/26/2012	11/3/2015	484,317	493,961				0		-9,644			
29 A & Q LONG/SHORT STRATE	999288217	X				6/30/2014	4/7/2015	181,997	100,001				0		81,996			
30 PARTNERSHIP SHORT TERM		X						-86							-86			
31 PARTNERSHIP LONG TERM		X						-12,337							-12,337			

Part I, Line 11 (990-PF) - Other Income

		-33	17	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP OTHER INCOME	17	17	
2	PARTNERSHIP UBTI	-50		

Part I, Line 16c (990-PF) - Other Professional Fees

		139,897	0	0	139,897
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	GMA FOUNDATION	139,897			139,897

Part I, Line 18 (990-PF) - Taxes

		63,873	24,153	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	24,153	24,153		
2	ESTIMATED EXCISE PAYMENTS	39,720			

Part I, Line 23 (990-PF) - Other Expenses

		67,665	17,243	0	50,422
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	MA FILING FEE	500	0		500
2	COURT FEES	3,500	0		3,500
3	CONSULTING FEES	37,000	0		37,000
4	VARIOUS MEMBERSHIP FEES	9,422	0		9,422
5	OTHER MISC FEES FROM PARTNERSHIPS	17,243	17,243		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	BNY MELLON CORP BOND-M		0	912,651	895,135
3	BNY MELLON FOCUSED EQUITY OPP-M		0	3,695,703	3,849,281
4	BNY MELLON INTERMEDIATE BOND FD C		0	1,060,562	1,035,584
5	BNY MELLON BOND FD CL M		0	2,914,302	2,906,868
6	DFA EMERG MKTS CORE EQUITY		0	2,523,954	1,958,519
7	DREYFUS INFL TN ADJ SEC-Y		0	590,366	581,855
8	DREYFUS PREM LT TRM HI YLD-R		0	594,574	519,402
9	DREYFUS GLOBAL REAL ES SEC-Y		0	446,860	558,539
10	DREYFUS INTL SMALL CAP-Y		0	2,500,000	2,407,609
11	DREYFUS/NEWTON INTERN EQTY-Y		0	2,232,640	2,112,723
12	ISHARES S&P 500 INDEX FUND		0	8,943,557	15,279,205
13	ISHARES BARCLAYS AGGREGATE BOND		0	439,059	469,735
14	ISHARES MSCI EAFE INDEX FD		0	7,770,067	7,342,936
15	ISHARES TR S&P MIDCAP 400 INDEX FD		0	4,893,581	6,408,720
16	ISHARES TR COHEN & STEERS REALTY		0	241,200	562,095
17	ASG MANAGED FUTURES STRAT-Y		0	869,473	927,558
18	ASG GLOBAL ALTERNATIVES FUND-Y		0	1,704,668	1,722,418
19	DREYFUS SELECT MGER S/C GR-Y		0	819,556	714,836
20	DREYFUS SELECT MGER S/C VL-Y		0	2,076,964	1,799,627
21	ADVANTAGE DYN TOTAL RET -Y		0	700,000	904,940
22	BNY MELLON INCOME STK FD CL M		0	2,250,560	3,014,909
23	VAN ECK CM COMMODITY INDX-I		0	500,000	358,359
24	VIRTUS EMERGING MKTS OPPOR-I		0	706,285	650,400
25	MELLON OPTIMA L/S STRATEGY FD LLC		0	1,777,621	1,840,868

Part II, Line 15 (990-PF) - Other Assets

		1,454,312	959,342	959,342
		Book Value	Book Value	FMV End
		Beg of Year	End of Year	of Year
1	ALPHAKEYS PRIVATE EQUITY IV LLC		825,915	825,915
2	ALPHAKEYS QUADRANGLE LLC		133,427	133,427

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PARTNERSHIP ADJUSTMENT	1	18,789
2	CASH RECEIVED FROM UBS	2	150,000
3	FEDERAL TAX REFUND	3	3,160
4	PARTNERSHIP UBTI	4	50
5	Total	5	171,999

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	2,800
2	ALPHA KEYS PRIVATE EQUITY FUND IV COST BASIS ADJUSTMENT	2	338,873
3	ALPHA KEYS QUADRANGLE FUND COST BASIS ADJUSTMENT	3	56,097
4	Total	4	397,770

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Amount		Short Term CG Distributions										Amount	
										857,368												0	
	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses								
1	BNY MELLON INCOME STOC	05569M301		3/26/2012	6/29/2015	1,172,055		0	917,766	254,289	0	0	0	0	1,351,764								
2	BNY MELLON INCOME STOC	05569M301		9/22/2011	6/29/2015	27,945		0	17,850	10,095	0	0	0	0	254,289								
3	BNY MELLON INTERMEDIATE	05569M814		12/15/2011	6/29/2015	34		0	35	-1	0	0	0	0	10,095								
4	BNY MELLON INTERMEDIATE	05569M814		12/17/2012	6/29/2015	966		0	1,008	-42	0	0	0	0	-1								
5	BNY MELLON INTERMEDIATE	05569M814		12/17/2009	6/29/2015	199,000		0	202,939	-3,939	0	0	0	0	-42								
6	DFA EMERG MKTS CORE EQ	233203421		3/15/2013	6/29/2015	400,000		0	427,579	-27,579	0	0	0	0	-3,939								
7	DFA EMERG MKTS CORE EQ	233203421		3/15/2013	6/29/2015	350,000		0	451,047	-101,047	0	0	0	0	-27,579								
8	DFA EMERG MKTS CORE EQ	233203421		3/15/2013	6/29/2015	1,500,000		0	1,772,251	-272,251	0	0	0	0	-101,047								
9	DREYFUS EMG MKT DEBT LC	261980480		6/29/2015	6/29/2015	720,109		0	800,000	-79,891	0	0	0	0	-272,251								
10	ISHARES CORE S&P 500 ETF	464287200		12/22/2003	6/25/2015	1,281,970		0	661,963	620,007	0	0	0	0	-79,891								
11	ISHARES MSCI EAFE ETF	464287465		4/11/2014	6/25/2015	1,173,632		0	1,180,606	-6,974	0	0	0	0	620,007								
12	DREYFUS INTERNATIONAL S	86271F537		7/3/2014	9/25/2015	429,935		0	500,000	-70,065	0	0	0	0	-6,974								
13	DREYFUS INTERNATIONAL S	86271F537		12/11/2014	9/25/2015	260,065		0	279,575	-19,510	0	0	0	0	-70,065								
14	DREYFUS INTERNATIONAL S	86271F537		12/11/2014	11/3/2015	422,134		0	420,425	1,709	0	0	0	0	-19,510								
15	DREYFUS INTERNATIONAL S	86271F537		3/26/2012	11/3/2015	77,866		0	71,680	6,186	0	0	0	0	1,709								
16	DREYFUS INTERNATIONAL S	86271F537		3/26/2012	12/18/2015	911,275		0	871,824	39,451	0	0	0	0	6,186								
17	DREYFUS US EQUITY FUND	86271F552		12/31/2013	9/25/2015	13,683		0	14,866	-1,203	0	0	0	0	39,451								
18	DREYFUS US EQUITY FUND	86271F552		12/31/2014	9/25/2015	162,123		0	174,785	-12,662	0	0	0	0	-1,203								
19	DREYFUS US EQUITY FUND	86271F552		12/1/2011	9/25/2015	1,024,194		0	759,056	265,138	0	0	0	0	-12,662								
20	DREYFUS US EQUITY FUND	86271F552		12/1/2011	11/3/2015	700,000		0	473,529	226,471	0	0	0	0	265,138								
21	DREYFUS US EQUITY FUND	86271F552		12/1/2011	12/18/2015	1,773,633		0	1,267,415	506,218	0	0	0	0	226,471								
22	TOW EMERGING MARKETS II	87234N765		9/22/2011	11/3/2015	599,563		0	632,165	-32,602	0	0	0	0	506,218								
23	TOW EMERGING MARKETS II	87234N765		12/28/2012	11/3/2015	13,846		0	16,546	-2,700	0	0	0	0	-32,602								
24	TOW EMERGING MARKETS II	87234N765		12/11/2014	11/3/2015	143,486		0	149,603	-6,117	0	0	0	0	-2,700								
25	VIRTUS EMERGING MKTS OF	92828T889		12/20/2012	11/3/2015	3,434		0	3,700	-266	0	0	0	0	-6,117								
26	VIRTUS EMERGING MKTS OF	92828T889		6/20/2014	11/3/2015	10,563		0	11,362	-819	0	0	0	0	-266								
27	VIRTUS EMERGING MKTS OF	92828T889		12/22/2014	11/3/2015	1,687		0	1,748	-61	0	0	0	0	-819								
28	VIRTUS EMERGING MKTS OF	92828T889		9/26/2012	11/3/2015	484,317		0	493,961	-9,644	0	0	0	0	-61								
29	A & O LONG/SHORT STRATE	999288217		6/30/2014	4/7/2015	181,997		0	100,001	81,996	0	0	0	0	-9,644								
30	PARTNERSHIP SHORT TERM					-86		0	0	-86	0	0	0	0	81,996								
31	PARTNERSHIP LONG TERM					-12,337		0	0	-12,337	0	0	0	0	-86								

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

225,690										0	0	Expense Account
	Name	Check "x" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	BNY Mellon, N A	X	P O BOX 185	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	298,825	NONE	NONE
2	BNY Mellon, N A	X	P O BOX 195	Pittsburgh	PA	15230-0185		FEE	REIMBURS	-172,908	N/A	N/A
3	ROBERT W HOLMES		C/O BNY MELLON, N A , PO BOX 18	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	49,888	0	0
4	GRACE F FEY		C/O BNY MELLON, N A , PO BOX 18	Pittsburgh	PA	15230-0185		CO-TRUSTEE	SEE ATTAC	49,888	0	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	42,226
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment	6/9/2015	3	4,940
4 Third quarter estimated tax payment	9/9/2015	4	34,780
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	81,946